

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF PENNSYLVANIA**

In re:

RIVERBEND FOODS LLC,

Debtor.

Chapter 11

Case No. 19-24114-GLT

RIVERBEND FOODS LLC,

Movant,

v.

No Respondents

**DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS**

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**GLOBAL NOTES TO SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS**

**Riverbend Foods LLC** (“**Riverbend Foods**” or the “**Debtor**”) and debtor in possession in the above-captioned chapter 11 case, with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the “**Schedules**”) and Statement of Financial Affairs (the “**Statement**,” and together with the Schedules the “**Schedules and Statement**”) with the United States Bankruptcy Court for the Western District of Pennsylvania (the “**Bankruptcy Court**”), pursuant to section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

These *Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor’s Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “**Global Notes**”) pertain to, are incorporated by reference in, and comprise an integral part of all of the Debtor’s Schedules and Statement. The Global Notes should be referred to, considered, and reviewed in connection with any review of the Schedules and Statement.

The Schedules and Statement do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“**GAAP**”), nor are they intended to be fully reconciled with the financial statements of the Debtor. Additionally, the Schedules and Statement contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtor’s reasonable best efforts to report the assets and liabilities of the Debtor.

In preparing the Schedules and Statement, the Debtor relied upon information derived from its books and records that were available at the time of such preparation. Although the Debtor has made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statement. Accordingly, the Debtor

reserves all of its rights to amend, supplement, or otherwise modify the Schedules and Statement as is necessary and appropriate.

Mr. Dalton Edgecomb has signed the Schedules and Statement. Mr. Edgecomb is the Debtor's Chief Restructuring Officer and an authorized signatory for the Debtor. In reviewing and signing the Schedules and Statement, Mr. Edgecomb necessarily has relied upon the efforts, statements, and representations of various personnel employed by the Debtor and its advisors. Mr. Edgecomb has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statement, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

### **Global Notes and Overview of Methodology**

1. **Reservation of Rights.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statement; however, inadvertent errors or omissions may exist. The Debtor reserves all rights to amend or supplement the Schedules and Statement from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statement with respect to claim ("**Claim**") description or designation; dispute or otherwise assert offsets or defenses to any Claim reflected in the Schedules and Statement as to amount, liability, priority, status, or classification; subsequently designate any Claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability, priority, or avoidability of any Claim. Accordingly, any failure to designate a Claim in the Schedules and Statement as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such Claim or amount is not "disputed," "contingent," or "unliquidated." Listing a Claim does not constitute an admission of liability by the Debtor against which the Claim is listed or against the Debtor. Furthermore, nothing contained in the Schedules and Statement shall constitute a waiver of rights with respect to the Debtor's chapter 11 case, including, without limitation, issues involving Claims, defenses, equitable subordination, recharacterization, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation or rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtor shall not be required to update the Schedules and Statements except as may be required by the Bankruptcy Code or by applicable law, or as ordered by the Bankruptcy Court.

2. **Description of Case and "as of" Information Date.** On October 22, 2019 (the "**Petition Date**"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The asset information provided herein, except as otherwise noted, represents the asset data of the Debtor as of the Petition Date and the liability information provided herein, except as otherwise noted, represents the liability data of the Debtor as of the close of business on October 22, 2019.

3. **Net Book Value of Assets.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtor to obtain current market valuations for all of its assets. Accordingly, unless otherwise indicated, the Debtor's Schedules and Statement reflect net book values as of June 30<sup>th</sup>, 2019. Furthermore, assets that have fully depreciated or were expensed

for accounting purposes do not appear in these Schedules and Statement as they have no net book value.

4. **Recharacterization.** Notwithstanding the Debtor's reasonable best efforts to properly characterize, classify, categorize or designate certain Claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statement, the Debtor may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items due to the complexity and size of the Debtor's business. Accordingly, the Debtor reserves all of its rights to recharacterize, reclassify, recategorize, redesignate, add or delete items reported in the Schedules and Statement at a later time as is necessary or appropriate as additional information becomes available, including, without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired post-petition.

5. **Liabilities.** The Debtor reserves all of its rights to amend, supplement or otherwise modify the Schedules and Statement as is necessary or appropriate. The liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtor reserves all of its rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's Claim.

6. **Excluded Assets and Liabilities.** The Debtor has excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statement, including, without limitation, accrued salaries, employee benefit accruals, and deferred gains. In addition, certain immaterial assets and liabilities may have been excluded.

7. **Insiders.** Solely, for purposes of the Schedules and Statement, the Debtor defines "insiders" to include the following: (a) directors and officers; (b) executives; (c) equity holders holding in excess of 10% of the membership interests of the Debtor; (d) non-Debtor affiliates; and (e) relatives of any of the foregoing (to the extent known by the Debtor).

Persons listed as "insiders" have been included for informational purposes only. The Debtor does not take any position with respect to: (a) such person's influence over the control of the Debtor; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including the federal securities laws, or with respect to any theories of liability or for any other purpose.

8. **Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

9. **Executory Contracts.** Although the Debtor has made diligent attempts to identify executory contracts, the Debtor may have inadvertently failed to do so due to the fact that only

nine full time employees remained with the Debtor at the time of filing. Accordingly, the Debtor reserves all of its rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.

**10. Classifications.** Listing a Claim on (a) Schedule D as “secured,” (b) Schedule E as “priority,” (c) Schedule F as “unsecured,” or (d) listing a contract on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtor of the legal rights of the Claimant or a waiver of the Debtor’s rights to recharacterize or reclassify such Claims or contracts or to setoff of such Claims.

**11. Claims Description.** Schedules D, E, and F permit the Debtor to designate a Claim as “disputed,” “contingent,” and/or “unliquidated.” Any failure to designate a Claim on a given Debtor’s Schedules and Statements as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by that Debtor that such amount is not “disputed,” “contingent,” or “unliquidated,” or that such Claim is not subject to objection. The Debtor reserves all of its rights to dispute, or assert offsets or defenses to, any Claim reflected on their respective Schedules and Statement on any grounds, including liability or classification. Additionally, the Debtor expressly reserves all of its rights to subsequently designate such Claims as “disputed,” “contingent,” or “unliquidated.” Moreover, listing a Claim does not constitute an admission of liability by the Debtor.

**12. Causes of Action.** Despite its reasonable efforts to identify all known assets, the Debtor may not have listed all of its causes of action or potential causes of action against third-parties as assets in the Schedules and Statement, including, without limitation, causes of actions arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtor reserves all of its rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross-Claim, counter-Claim, or recoupment and any Claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, in law, or in equity, or pursuant to any other theory of law (collectively, “**Causes of Action**”) it may have, and neither these Global Notes nor the Schedules and Statement shall be deemed a waiver of any Claims or Causes of Action or in any way prejudice or impair the assertion of such Claims or Causes of Action.

**13. Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:

- a. Undetermined Amounts. The description of an amount as “unknown,” “TBD” or “undetermined” is not intended to reflect upon the materiality of such amount.
- b. Totals. All totals that are included in the Schedules and actual total may be different than the listed total.

- c. Excluded Assets and Liabilities. The Debtor has excluded certain accrued liabilities, including accrued salaries and employee benefits from the Schedules and Statement. Certain other immaterial assets and liabilities may also have been excluded.
- d. Liens. Equipment listed in the Schedules and Statement are presented without consideration of any liens that may attach (or have attached) to such equipment.

**14. Estimates.** To prepare and file the Schedules in accordance with the deadline established in the bankruptcy case, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities. The Debtor reserves all rights to amend the reported amounts of assets and liabilities to reflect changes in those estimates or assumptions.

**15. Currency.** Unless otherwise indicated, all amounts are reflected in U.S. Dollars.

**16. Setoffs.** The Debtor incurs certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, pricing discrepancies, returns, warranties, and other disputes between the Debtor and their suppliers and customers. These offsets and other similar rights are consistent with the ordinary course of business in the Debtor's industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are excluded from the Debtor's Schedules and Statement.

**17. Employee Addresses.** Certain employee, former employee, current director, and former directors' addresses have been reported as the Debtor's business address or their respective business addresses throughout the Schedules and Statement, where applicable.

**18. Fiscal Year.** The Debtor operates under a fiscal year ending December 31. Unless otherwise indicated, all references to "annual," "annually," "year," "years," or an otherwise similar length of time are presumed to refer to a period of time ending December 31 of the referenced period or periods.

**19. Global Notes Control.** In the event that the Schedules and Statement differ from the foregoing Global Notes, the Global Notes shall control.

### **Specific Disclosures with Respect to the Debtor's Schedules**

#### **Schedules A/B.**

Line 2. Cash values held in operating financial accounts are listed as of October 22, 2019. Cash values held in escrow and pension funding accounts are listed as of September 30, 2019.

Lines 41 and 50. Office equipment and machinery and equipment are listed as of June 30, 2019 the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from their net book value.

Line 60. Patents, Trademarks, and other Intellectual Property are listed as an undetermined amount on account of the fact that the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from their net book value.

Line 62. Licenses and royalties are listed as an undetermined amount on account of the fact that the fair market value of such ownership is dependent on numerous variables and factors and may differ significantly from their net book value.

Line 73. Interests in insurance proceeds is listed as unknown at this time. The Debtor is expecting that they will receive a refund on its workers compensation policy.

**Schedule D.** Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtor reserves its rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset of a secured creditor listed on Schedule D. Moreover, although the Debtor has scheduled Claims of various creditors as secured Claims, the Debtor reserves all of its rights to dispute or challenge the secured nature of any such creditor's Claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's Claim. The descriptions provided on Schedule D are solely intended to be a summary—and not an admission—of liability.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated on Schedule D, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. The Debtor reserve all rights to amend Schedule D to the extent that the Debtor determines that any Claims associated with such agreements should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtor of the legal rights of the Claimant or a waiver of the Debtor's rights to recharacterize or reclassify such Claim or contract.

Moreover, the Debtor has not included on Schedule D parties that may believe their Claims are secured through setoff rights or inchoate statutory lien rights. The amounts outstanding under the Debtor's prepetition secured credit facilities reflect approximate amounts as of the Petition Date.

**Schedule E.** The Debtor is seeking authorization by order of the Bankruptcy Court to pay certain prepetition liabilities, including the authority to pay employee wages and other employee benefits in the ordinary course of business (the "Interim Order (I) Authorizing Debtor to Pay Pre-Petition Wages, Salaries, and Benefits, (II) Authorizing Debtor to Maintain Employee Benefit Programs in the Ordinary Course of Business, and (III) Authorizing All Banks to Honor Pre-Petition Checks for Payment of Pre-Petition Wage, Salary and Benefit Obligations") [Docket No. 51]. As a result of this order, the Debtor believes that any current employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such amounts are not listed on Schedule E.

The listing of any claim on Schedule E does not constitute an admission by the Debtor that such claim is entitled to priority treatment under 11 U.S.C. § 507. The Debtor reserves its right to dispute the priority status of any claim on any basis. Moreover, the listing of any tax claim on Schedule E is not an admission or designation by the Debtor that such claim is a prepetition tax claim. The Debtor reserves its right to treat any of these claims as post-petition claims.

**Schedule F.** The Debtor has used best reasonable efforts to report all general unsecured Claims against the Debtor on Schedule F based upon the Debtor's existing books and records as of the Petition Date. The Claims of individual creditors for, among other things, products, goods, or services are listed as either the lower of the amounts invoiced by such creditor or the amounts entered on the Debtor's books and records and may not reflect credits or allowances due from such creditors to the applicable Debtor. The Debtor reserves all of its rights with respect to any such credits and allowances including the right to assert objections and/or setoffs with respect to same. Schedule F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtor's books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific Claims as of the Petition Date. The Debtor has made every effort to include as a contingent, unliquidated, or disputed the Claim of any vendor not included on the Debtor's open accounts payable that is associated with an account that has an accrual or receipt not invoiced.

The Claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a Claim arose is an open issue of fact. Although reasonable efforts have been made to identify the date of incurrence of each Claim, determining the date upon which each Claim on Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtor does not list a date for each Claim listed on Schedule F. The Debtor may pay Claims listed on Schedule F during this chapter 11 case pursuant to orders of the Bankruptcy Court and reserve all of their rights to update Schedule F to reflect such payments.

Schedule F contains information regarding pending litigation involving the Debtor. The dollar amount of potential Claims associated with any such pending litigation is listed as "undetermined" and marked as contingent, unliquidated, and disputed in the Schedules and Statement. Some of the litigation Claims listed on Schedule F may be subject to subordination pursuant to section 510 of the Bankruptcy Code.

Schedule F also includes potential or threatened legal disputes that are not formally recognized by an administrative, judicial, or other adjudicative. Any information contained in Schedule F with respect to such potential litigation shall not be a binding representation of the Debtor's liabilities with respect to any of the potential suits and proceedings included therein.

**Schedule G.** Although the Debtor's existing books, records and financial systems have been relied upon to identify and schedule executory contracts and diligent efforts have been made to ensure the accuracy of the Debtor's Schedule G, inadvertent errors, omissions or over-inclusions may have occurred. Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using the Debtor's reasonable efforts. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtor hereby reserves all of its rights



to dispute the validity, status or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement Schedule G as necessary. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G. Certain confidentiality and non-compete agreements may not be listed on Schedule G. The Debtor reserves all rights with respect to such agreements.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, purchase orders, amendments, restatements, waivers, letters and other documents that may not be listed on Schedule G or that may be listed as a single entry. The Debtor expressly reserves rights to challenge whether such related materials constitute an executory contract, a single contract or agreement or multiple, severable or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda and other documents, instruments, and agreements that may not be listed therein despite the Debtor's use of reasonable efforts to identify such documents. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the Debtor and such supplier or provider.

The Debtor reserves all rights, Claims and causes of action with respect to the contracts on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's Claim.

In addition, the Debtor may have entered into various other types of agreements in the ordinary course of business, such as subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements, indemnity agreements, and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on Schedule G.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission.

The listing of any contract on Schedule G does not constitute an admission by the Debtor as to the validity of any such contract or that such contract is an executory contract or unexpired lease. The Debtor reserves all of its rights to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

**Schedule H.** For purposes of Schedule H, the Debtor's non-debtor affiliates that are either the principal obligors or guarantors under the prepetition debt facilities are listed as Co-Debtors on Schedule H. The Debtor may not have identified certain guarantees associated with the Debtor's executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. The Debtor reserves its rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

**Specific Disclosures with Respect to the Debtor's Statements**

**SOFA Part 2, Question 6.** See the previous discussion of setoff processing in paragraph 16 above.

**SOFA Part 13, Question 26.** Over the course of winding down the operations of the Debtor, all of the members of the finance group were either terminated or resigned by July 31, 2019. As such, June 30, 2019 represents the last time that the books were closed. Since that time, the remaining employees and advisors have focused on asset sales and monetize the remaining inventory and accounts receivable in order to maximize the value of the Debtor's assets for the benefit of its creditors.

\* \* \* \* \*

**Fill in this information to identify the case:**

Debtor name Riverbend Foods, LLC  
 United States Bankruptcy Court for the: Western District of Pennsylvania  
 (State)  
 Case number (if known): 19-24114

☐ Check if this is an amended filing

**Official Form 207**

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

**Part 1: Income**

**1. Gross revenue from business**

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year			Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
<b>From the beginning of the fiscal year to filing date:</b>	From <u>1/01/2019</u> MM / DD / YYYY	to <u>Filing date</u>	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>70,421,069</u>
<b>For prior year:</b>	From <u>1/01/2018</u> MM / DD / YYYY	to <u>12/31/2018</u> MM / DD / YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>158,397,994</u>
<b>For the year before that:</b>	From <u>5/22/2017</u> MM / DD / YYYY	to <u>12/31/2017</u> MM / DD / YYYY	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other _____	\$ <u>121,796,151</u>

**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

			Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
<b>From the beginning of the fiscal year to filing date:</b>	From _____ MM / DD / YYYY	to <u>Filing date</u>	_____	\$ _____
<b>For prior year:</b>	From _____ MM / DD / YYYY	to _____ MM / DD / YYYY	_____	\$ _____
<b>For the year before that:</b>	From _____ MM / DD / YYYY	to _____ MM / DD / YYYY	_____	\$ _____

Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
 Name

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy**

**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. See attached Rider 2.3 Creditor's name  Street  City State ZIP Code		\$	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other
3.2.  Creditor's name  Street  City State ZIP Code		\$	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. See attached Rider 2.4 Insider's name  Street  City State ZIP Code  Relationship to debtor		\$	
4.2.  Insider's name  Street  City State ZIP Code  Relationship to debtor		\$	

Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
Name

**5. Repossessions, foreclosures, and returns**

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. Creditor's name Street City State ZIP Code			\$
5.2. Creditor's name Street City State ZIP Code			\$

**6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
Creditor's name Street City State ZIP Code			\$
Last 4 digits of account number: XXXX- _ _ _ _			

**Part 3: Legal Actions or Assignments**

**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. See attached Rider 3.7 Case number		Name Street City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Case title Case number		Court or agency's name and address Name Street City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
 Name

#### 8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
Custodian's name Street City State ZIP Code	Case title Case number Date of order or assignment	\$ Court name and address Name Street City State ZIP Code

#### Part 4: Certain Gifts and Charitable Contributions

#### 9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Recipient's name Street City State ZIP Code Recipient's relationship to debtor			\$
9.2. Recipient's name Street City State ZIP Code Recipient's relationship to debtor			\$

#### Part 5: Certain Losses

#### 10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
			\$

Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
Name

**Part 6: Certain Payments or Transfers**

**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1.	See attached Rider 6.11			\$
	<b>Address</b> <hr/> <small>Street</small> <hr/> <hr/> <small>City State ZIP Code</small>			
	<b>Email or website address</b>			
	<b>Who made the payment, if not debtor?</b>			

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.				\$
	<b>Address</b> <hr/> <small>Street</small> <hr/> <hr/> <small>City State ZIP Code</small>			
	<b>Email or website address</b>			
	<b>Who made the payment, if not debtor?</b>			

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.  
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
			\$
<b>Trustee</b>			







Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
Name

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City State ZIP Code	XXXX-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City State ZIP Code	XXXX-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City State ZIP Code	_____ _____ _____  Address _____ _____	_____ _____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
See attached Rider 10.20 Name _____ Street _____ City State ZIP Code	_____ _____ _____  Address _____ _____	_____ _____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
Name

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**

**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Description of the property	Value
See attached rider 11.21			\$ _____
Name			
Street			
City State ZIP Code			

**Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

☒ No

☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
			<input type="checkbox"/> Pending
Case number	Name		<input type="checkbox"/> On appeal
	Street		<input type="checkbox"/> Concluded
	City State ZIP Code		

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

☒ No

☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
Name

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- ☒ No  
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____	Street _____	_____	
_____	_____		
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

**Part 13: Details About the Debtor's Business or Connections to Any Business**

**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. _____ Name _____ Street _____ _____	_____ _____ _____	EIN: _____ - _____  Dates business existed  From _____ To _____
25.2. _____ Name _____ Street _____ _____	_____ _____ _____	EIN: _____ - _____  Dates business existed  From _____ To _____
25.3. _____ Name _____ Street _____ _____	_____ _____ _____	EIN: _____ - _____  Dates business existed  From _____ To _____

Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
Name

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. <u>See attached Rider 13.26a</u> Name  Street   City State ZIP Code	From _____ To _____

Name and address	Dates of service
26a.2. _____ Name  Street   City State ZIP Code	From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
26b.1. <u>BDO Global</u> Name <u>339 Sixth Avenue</u> Street  <u>Pittsburgh</u> <u>PA</u> <u>15222</u> City State ZIP Code	From <u>2017</u> To <u>2019</u>

Name and address	Dates of service
26b.2. _____ Name  Street   City State ZIP Code	From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. <u>Winter Harbor LLC</u> Name <u>265 Franklin Street, 10th Floor</u> Street  <u>Boston</u> <u>MA</u> <u>02110</u> City State ZIP Code	   

Debtor

Riverbend Foods, LLC  
Name

Case number (if known) 19-24114

**Name and address**

**If any books of account and records are unavailable, explain why**

26c.2.

BDO Global

Name

339 Sixth Avenue

Street

Pittsburgh

PA

15222

City

State

ZIP Code

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

**Name and address**

26d.1.

PNC Bank, N.A.

Name

300 Fifth Avenue

Street

The Tower at PNC Plaza

Pittsburgh

PA

15222

City

State

ZIP Code

**Name and address**

26d.2.

Name

Street

City

State

ZIP Code

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No

☒ Yes. Give the details about the two most recent inventories.

**Name of the person who supervised the taking of the inventory**

**Date of inventory**

**The dollar amount and basis (cost, market, or other basis) of each inventory**

See attached rider 13.27

\$

**Name and address of the person who has possession of inventory records**

27.1.

Name

Street

City

State

ZIP Code

Debtor Riverbend Foods, LLC Case number (if known) 19-24114  
Name

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

\$ \_\_\_\_\_

Name and address of the person who has possession of inventory records

27.2.

Name

Street

City

State

ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name

Address

Position and nature of any interest

% of interest, if any

See attached Rider 13.28

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

Name

Address

Position and nature of any interest

Period during which position or interest was held

See attached Rider 13.29

From \_\_\_\_\_ To \_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No

☒ Yes. Identify below.

Name and address of recipient

Amount of money or description and value of property

Dates

Reason for providing the value

30.1.

See attached Rider 13.30

Name

Street

City

State

ZIP Code

Relationship to debtor

Debtor Riverbend Foods, LLC  
Name

Case number (if known) 19-24114

**Name and address of recipient**

30.2

Name

Street

City

State

ZIP Code

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No

☒ Yes. Identify below.

Name of the parent corporation

Riverbend Investment Holdings LLC

Employer Identification number of the parent corporation

EIN: 8 2 - 1 2 7 3 8 5 9

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☐ No

☒ Yes. Identify below.

Name of the pension fund

See attached Rider 13.32

Employer Identification number of the pension fund

EIN: \_\_\_\_\_ - \_\_\_\_\_

**Part 14: Signature and Declaration**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.  
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10 / 30 / 2019  
MM / DD / YYYY

X 

Printed name Dalton Edgecomb

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Restructuring Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No

☒ Yes



Debtor: **Riverbend Foods, LLC**Case number (if known): **19-24114****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers, including expense reimbursements, to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

	Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
3.1	300 OWNER LP 1613 WALNUT ST FL 2 PHILADELPHIA, PA 19103	VARIOUS	\$11,063.36	OTHER
		<b>SUBTOTAL</b>	<b>\$11,063.36</b>	
3.2	ADP 15 WATERVIEW BLVD PARSIPPANY, NJ 07054	VARIOUS	\$61,284.04	SERVICES
		<b>SUBTOTAL</b>	<b>\$61,284.04</b>	
3.3	ALLEGHENY COUNTY HEALTH DEPT 955 RIVERMONT DRIVE PITTSBURGH, PA 15207-1347	VARIOUS	\$12,412.51	SERVICES
		<b>SUBTOTAL</b>	<b>\$12,412.51</b>	
3.4	AMERICAN EXPRESS PO BOX 1270 NEWARK, NJ 07101-1270	VARIOUS	\$10,300.76	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$10,300.76</b>	
3.5	AON RISK SERVICES 1600 SUMMER ST STAMFORD, CT 06907-4907	VARIOUS	\$221,292.80	SERVICES
		<b>SUBTOTAL</b>	<b>\$221,292.80</b>	
3.6	BECK, CHAET, BANBERGER & POLSKY TWO PLAZA EAST, SUITE 1085 330 EAST KILBOURN AVE MILWAUKEE, WI 53202	VARIOUS	\$20,000.00	SERVICES
		<b>SUBTOTAL</b>	<b>\$20,000.00</b>	
3.7	BMC GROUP, INC. 3732 WEST 120TH STREET HAWTHORNE, CA 90210	9/25/2019	\$15,000.00	SERVICES
		<b>SUBTOTAL</b>	<b>\$15,000.00</b>	
3.8	BRACEWELL LLP 711 LOUISIANA STREET SUITE 2300 HOUSTON, TX 77002-2770	9/20/2019	\$19,336.50	SERVICES
		<b>SUBTOTAL</b>	<b>\$19,336.50</b>	
3.9	CATCH-UP LOGISTICS CONNIE DECKER 211 HUFF AVENUE SUITE G GREENSBURG, PA 15601	VARIOUS	\$147,779.46	SERVICES
		<b>SUBTOTAL</b>	<b>\$147,779.46</b>	

Debtor: **Riverbend Foods, LLC**Case number (if known): **19-24114****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

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☐ None

	Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
3.10	CHEP USA 15226 COLLECTIONS CTR DR CHICAGO, IL 60693	VARIOUS	\$15,427.12	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$15,427.12</b>	
3.11	CISCO SYSTEMS CAPITAL CRP 1111 OLD EAGLE SCHOOL RD WAYNE, PA 19087-1453	8/1/2019	\$7,948.21	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$7,948.21</b>	
3.12	CLARK HILL PLC 500 WOODWARD AVE SUITE 3500 DETROIT, MI 48226	VARIOUS	\$99,032.66	SERVICES
		<b>SUBTOTAL</b>	<b>\$99,032.66</b>	
3.13	CLIMA TECH INC MARY PAVILONIS 200 BILMAR DR PITTSBURGH, PA 15205-4601	7/25/2019	\$8,002.08	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$8,002.08</b>	
3.14	COMMONWEALTH WAREHOUSING SERVICES, LLC 2920 NEW BEAVER AVE PITTSBURGH, PA 15233	VARIOUS	\$465,476.09	SERVICES
		<b>SUBTOTAL</b>	<b>\$465,476.09</b>	
3.15	COOPER WILLIAMS 170 SOUTH MAIN STREET, SUITE 800 SALT LAKE CITY, UT 84101	10/11/2019	\$7,500.00	SERVICES
		<b>SUBTOTAL</b>	<b>\$7,500.00</b>	
3.16	DEACOM, INC MARK MAZICH 601 LEE RD CHESTERBROOK, PA 19087	VARIOUS	\$22,952.97	SERVICES
		<b>SUBTOTAL</b>	<b>\$22,952.97</b>	
3.17	DUQUESNE LIGHT COMPANY 411 SEVENTH AVE PO BOX 1920 PITTSBURGH, PA 15230-1920	VARIOUS	\$93,156.91	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$93,156.91</b>	
3.18	FIRE FIGHTER SALES & SERVICES 791 COMMONWEALTH DRIVE WARRENDALE, PA 15086	VARIOUS	\$6,957.00	SERVICES
		<b>SUBTOTAL</b>	<b>\$6,957.00</b>	

Debtor: **Riverbend Foods, LLC**Case number (if known): **19-24114****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

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☐ None

	Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
3.19	GEORGE CHIALA FARMS INC 15500 HILL ROAD MORGAN HILL, CA 95037	VARIOUS	\$28,025.50	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$28,025.50</b>	
3.20	HAVENS 3101 SW I STREET SUITE 67 BENTONVILLE, AR 72712	VARIOUS	\$42,166.11	SERVICES
		<b>SUBTOTAL</b>	<b>\$42,166.11</b>	
3.21	HIGHMARK BLUE SHIELD PO BOX 382146 PITTSBURGH, PA 15250	VARIOUS	\$49,817.65	SERVICES
		<b>SUBTOTAL</b>	<b>\$49,817.65</b>	
3.22	J M ALTIMAR CO JOE ALTIMAR 1600 PROVIDENCE HWY STE 282 WALPOLE, MA 02081	VARIOUS	\$7,329.66	SERVICES
		<b>SUBTOTAL</b>	<b>\$7,329.66</b>	
3.23	JB HUNT DEDICATED 4875 SUSQUEHANNA TRAIL YORK, PA 17402	VARIOUS	\$70,155.46	SERVICES
		<b>SUBTOTAL</b>	<b>\$70,155.46</b>	
3.24	LANER MUNCHIN, LTD 515 NORTH STATE ST SUITE 2800 CHICAGO, IL 60654-4688	VARIOUS	\$14,044.55	SERVICES
		<b>SUBTOTAL</b>	<b>\$14,044.55</b>	
3.25	MANNING GROSS MASSENBURG LLP 125 HIGH STREET BOSTON, MA 02110	7/25/2019	\$22,080.07	SERVICES
		<b>SUBTOTAL</b>	<b>\$22,080.07</b>	
3.26	MCGUIREWOODS LLP 260 FORBES AVENUE TOWER TWO-SIXTY SUITE 1800 PITTSBURGH, PA 15222-3142	VARIOUS	\$192,357.95	SERVICES
		<b>SUBTOTAL</b>	<b>\$192,357.95</b>	
3.27	PEOPLES PO BOX 644760 PITTSBURGH, PA 15264-4760	VARIOUS	\$32,267.26	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$32,267.26</b>	

Debtor: **Riverbend Foods, LLC**Case number (if known): **19-24114****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers, including expense reimbursements, to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

	Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
3.28	PNC BANK 2100 ROSS AVENUE SUITE 1850 DALLAS, TX 75201	VARIOUS	\$15,664,863.01 <b>SUBTOTAL</b> \$15,664,863.01	SECURED DEBT
3.29	PWSA TRACY WILLY PO BOX 747055 PITTSBURGH, PA 15274-7055	VARIOUS	\$276,049.04 <b>SUBTOTAL</b> \$276,049.04	OTHER
3.30	REGAL EQUIPMENT 4171 STATE RT 14 RAVENNA, OH 44266-9739	VARIOUS	\$48,985.05 <b>SUBTOTAL</b> \$48,985.05	SERVICES
3.31	RESONANT TECHNOLOGY PARTNERS, LLC 16103 UNIVERSITY OAK SUITE 100 SAN ANTONIO, TX 78249	VARIOUS	\$28,916.64 <b>SUBTOTAL</b> \$28,916.64	SERVICES
3.32	RESOURCE ONE 1024 EXECUTIVE PARKWAY SAINT LOUIS, MO 63141	VARIOUS	\$776,437.25 <b>SUBTOTAL</b> \$776,437.25	SERVICES
3.33	RJW WAREHOUSE LLC PO BOX 1309 BOLINGBROOK, IL 60440	VARIOUS	\$187,166.25 <b>SUBTOTAL</b> \$187,166.25	SERVICES
3.34	ST. MORTIZ SECURITY SERVICES INC BILL PROSSER 4600 CALIRTON BLVD PITTSBURGH, PA 15236-2114	VARIOUS	\$64,439.81 <b>SUBTOTAL</b> \$64,439.81	SERVICES
3.35	THE INDUSTRIAL FUMIGANT CO LLC TAMMIE KJAR 13420 W 99TH ST LENEXA, KS 66215-1365	VARIOUS	\$25,452.89 <b>SUBTOTAL</b> \$25,452.89	SERVICES
3.36	UFCW LOCAL 1776 KS 3031A WALTON RD STE 201 PLYMOUTH MEETING, PA 19462	VARIOUS	\$16,753.88 <b>SUBTOTAL</b> \$16,753.88	OTHER

Debtor: **Riverbend Foods, LLC**Case number (if known): **19-24114****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers, including expense reimbursements, to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

	Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer
3.37	UFCW LOCAL 23 AND EMPLOYERS 345 SOUTHPONTE BLVD STE 200 CANONSBURG, PA 15317-8571	VARIOUS	\$162,833.00	OTHER
		<b>SUBTOTAL</b>	<b>\$162,833.00</b>	
3.38	VERIZON PO BOX 15124 ALBANY, NY 12212	VARIOUS	\$9,005.50	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$9,005.50</b>	
3.39	WASTE MANAGEMENT PO BOX 43470 PHOENIZ, AZ 85080	VARIOUS	\$9,642.66	SUPPLIERS OR VENDORS
		<b>SUBTOTAL</b>	<b>\$9,642.66</b>	
3.40	WINTER HARBOR LLC 265 FRANKLIN STREET 10TH FLOOR BOSTON, MA 02110	VARIOUS	\$559,344.01	SERVICES
		<b>SUBTOTAL</b>	<b>\$559,344.01</b>	
		<b>TOTAL</b>	<b>\$19,533,055.67</b>	

Debtor: Riverbend Foods, LLC

Case number (if known): 19-24114

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

	Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1	BALKOVEC, BRAD D 1080 RIVER AVE PITTSBURGH, PA 15212	10/15/2018	\$5,961.63	REGULAR EARNINGS
		10/31/2018	\$5,961.64	REGULAR EARNINGS
		11/1/2018	\$885.15	EXPENSE REIMBURSEMENT
	Relationship to debtor	11/15/2018	\$5,961.64	REGULAR EARNINGS
	CHIEF FINANCIAL OFFICER	11/30/2018	\$5,727.50	REGULAR EARNINGS
		12/12/2018	\$10.00	EXPENSE REIMBURSEMENT
		12/15/2018	\$5,695.44	REGULAR EARNINGS
		12/31/2018	\$6,543.13	REGULAR EARNINGS
		1/14/2019	\$49.73	EXPENSE REIMBURSEMENT
		1/15/2019	\$7,055.66	REGULAR EARNINGS
		1/18/2019	\$50,880.14	OTHER EARNINGS
		1/31/2019	\$7,105.63	REGULAR EARNINGS
		2/15/2019	\$6,804.66	REGULAR EARNINGS
		2/28/2019	\$6,804.67	REGULAR EARNINGS
		3/15/2019	\$6,804.68	REGULAR EARNINGS
		3/29/2019	\$6,804.67	REGULAR EARNINGS
		4/15/2019	\$7,068.00	REGULAR EARNINGS
		4/30/2019	\$7,366.52	REGULAR EARNINGS
		5/15/2019	\$7,366.50	REGULAR EARNINGS
		5/31/2019	\$7,366.51	REGULAR EARNINGS
		6/11/2019	\$76.45	EXPENSE REIMBURSEMENT
		6/14/2019	\$7,366.50	REGULAR EARNINGS
		6/28/2019	\$7,366.52	REGULAR EARNINGS
		7/15/2019	\$594.30	REGULAR EARNINGS
SUBTOTAL		\$173,627.27		

Debtor: Riverbend Foods, LLC

Case number (if known): 19-24114

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

	Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.2	HOOD, WILLIAM RICHARD 1080 RIVER AVE PITTSBURGH, PA 15212	10/15/2018	\$7,235.66	REGULAR EARNINGS
		10/31/2018	\$7,235.65	REGULAR EARNINGS
		11/15/2018	\$5,400.31	REGULAR EARNINGS
	Relationship to debtor CHIEF OPERATING OFFICER	11/30/2018	\$7,844.22	REGULAR EARNINGS
		12/15/2018	\$7,844.19	REGULAR EARNINGS
		12/18/2018	\$2,606.10	EXPENSE REIMBURSEMENT
		12/31/2018	\$7,844.22	REGULAR EARNINGS
		1/15/2019	\$11,337.41	REGULAR EARNINGS
		1/18/2019	\$1,389.49	EXPENSE REIMBURSEMENT
		1/18/2019	\$65,791.28	OTHER EARNINGS
		1/31/2019	\$7,339.82	REGULAR EARNINGS
		2/15/2019	\$7,339.80	REGULAR EARNINGS
		2/19/2019	\$2,314.74	EXPENSE REIMBURSEMENT
		2/28/2019	\$6,863.89	REGULAR EARNINGS
		3/15/2019	\$6,863.88	REGULAR EARNINGS
		3/29/2019	\$6,863.89	REGULAR EARNINGS
		4/15/2019	\$6,846.72	REGULAR EARNINGS
		4/30/2019	\$7,711.65	REGULAR EARNINGS
		5/15/2019	\$8,137.41	REGULAR EARNINGS
		5/31/2019	\$8,137.41	REGULAR EARNINGS
		6/6/2019	\$139.95	EXPENSE REIMBURSEMENT
		6/14/2019	\$8,144.98	REGULAR EARNINGS
		6/28/2019	\$7,772.93	REGULAR EARNINGS
		7/11/2019	\$247.58	EXPENSE REIMBURSEMENT
		7/15/2019	\$7,235.65	REGULAR EARNINGS
		7/31/2019	\$7,161.00	REGULAR EARNINGS
		8/15/2019	\$7,404.32	REGULAR EARNINGS
		8/30/2019	\$7,404.30	REGULAR EARNINGS
		9/15/2019	\$46.71	EXPENSE REIMBURSEMENT
		9/15/2019	\$7,404.39	REGULAR EARNINGS
		9/30/2019	\$736.68	EXPENSE REIMBURSEMENT
		9/30/2019	\$7,160.94	REGULAR EARNINGS
		10/15/2019	\$7,160.94	REGULAR EARNINGS
SUBTOTAL			\$260,968.11	

Debtor: Riverbend Foods, LLC

Case number (if known): 19-24114

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

	Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.3	LAVAN, THOMAS 1080 RIVER AVE PITTSBURGH, PA 15212	10/15/2018	\$9,539.77	REGULAR EARNINGS
		10/31/2018	\$9,539.67	REGULAR EARNINGS
		11/13/2018	\$358.46	EXPENSE REIMBURSEMENT
	Relationship to debtor CHIEF EXECUTIVE OFFICER	11/15/2018	\$9,539.68	REGULAR EARNINGS
		11/30/2018	\$9,539.67	REGULAR EARNINGS
		12/7/2018	\$191.68	EXPENSE REIMBURSEMENT
		12/15/2018	\$9,539.68	REGULAR EARNINGS
		12/31/2018	\$9,479.08	REGULAR EARNINGS
		1/4/2019	\$506.77	EXPENSE REIMBURSEMENT
		1/15/2019	\$11,916.60	REGULAR EARNINGS
		1/18/2019	\$125,787.14	OTHER EARNINGS
		1/31/2019	\$16,579.07	REGULAR EARNINGS
		2/8/2019	\$231.47	EXPENSE REIMBURSEMENT
		2/15/2019	\$9,551.76	REGULAR EARNINGS
		2/28/2019	\$9,551.76	REGULAR EARNINGS
		3/15/2019	\$9,551.76	REGULAR EARNINGS
		3/29/2019	\$9,551.75	REGULAR EARNINGS
		4/12/2019	\$314.77	EXPENSE REIMBURSEMENT
		4/15/2019	\$9,551.76	REGULAR EARNINGS
		4/30/2019	\$9,551.76	REGULAR EARNINGS
		5/14/2019	\$151.89	EXPENSE REIMBURSEMENT
		5/15/2019	\$9,551.76	REGULAR EARNINGS
		5/31/2019	\$9,551.75	REGULAR EARNINGS
		6/14/2019	\$9,551.77	REGULAR EARNINGS
		6/28/2019	\$9,551.75	REGULAR EARNINGS
		7/3/2019	\$215.50	EXPENSE REIMBURSEMENT
		7/11/2019	\$237.96	EXPENSE REIMBURSEMENT
		7/15/2019	\$9,539.68	REGULAR EARNINGS
		7/31/2019	\$9,551.76	REGULAR EARNINGS
		8/15/2019	\$9,551.76	REGULAR EARNINGS
		8/21/2019	\$225.16	EXPENSE REIMBURSEMENT
		8/28/2019	\$1,621.75	EXPENSE REIMBURSEMENT
		8/30/2019	\$4,817.66	REGULAR EARNINGS
		9/15/2019	\$7,122.19	REGULAR EARNINGS
		9/17/2019	\$2,580.41	EXPENSE REIMBURSEMENT
		9/30/2019	\$1,434.93	EXPENSE REIMBURSEMENT
		9/30/2019	\$9,479.09	REGULAR EARNINGS
		10/15/2019	\$512.59	EXPENSE REIMBURSEMENT
		10/15/2019	\$9,479.09	REGULAR EARNINGS
		<b>SUBTOTAL</b>	<b>\$375,102.51</b>	
		<b>TOTAL</b>	<b>\$809,697.89</b>	



In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 3: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
Legal Actions of Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits within 1 year before filing this case

CASE TITLE	CASE NUMBER	NATURE OF CASE	COURT OR AGENCY'S NAME AND ADDRESS	STATUS
7.1 Blujay Solutions, Inc.	No. 1:19-cv-10510-ADB	Services disagreement	United States District Court for District of Massachusetts Civil Action	Appeal
7.2 Natural Dairy Products Corp.	Case No. GD-19-10487	failure to pay	Allegheny County Court of Common Pleas	Pending
7.3 Matthew Mawhinney/H.P. Gazzam	No. AR-19-4186	failure to pay	Allegheny County Court of Common Pleas Case	Pending
7.4 Matthew Mawhinney/H.P. Gazzam	Case No. GD-19-4187	failure to pay	Allegheny County Court of Common Pleas	Pending
7.5 Quality Code Consulting	Case No. AR-19-4023	failure to pay	Allegheny County Court of Common Pleas	Pending
7.6 Hite Company	No. GD-19-12775	failure to pay	Allegheny County Court of Common Pleas Case	Pending
7.7 Johnstown Material Handling Inc.	Case No. GD-19-8924	failure to pay	Allegheny County Court of Common Pleas	Pending
7.8 Lubrication Technologies Inc.	Case No. GD-19-8546	failure to pay	Allegheny County Court of Common Pleas	Pending
7.9 Gilson Engineering	Case No. AR-19-4183	failure to pay	Allegheny County Court of Common Pleas	Pending
7.10 Configuration & Calibration Services	Case No. AR-19-4185	failure to pay	Allegheny County Court of Common Pleas	Pending
7.11 Dehydrates Inc.	Case No. GD-19-8872	failure to pay	Allegheny County Court of Common Pleas	Pending
7.12 More than Gourmet, Inc.	Civil Action No. 2:19-cv-808	failure to pay	United States District Court for the Western District of Pennsylvania	Pending
7.13 Sun Pacific Products, Inc.	Case No. 19CECG01805	failure to pay	Superior Court of California, Fresno County	Pending
7.14 Marchant-Schmidt, Inc.	Case No. 2019CV266	failure to pay	Wisconsin Circuit Court Branch 3	Appeal
7.15 Marchant-Schmidt, Inc.	Case No. 2019AP1757	failure to pay	Wisconsin Court of Appeals	Pending
7.16 Cintas Corporation	Case No. GD 19-013525	failure to pay	Allegheny County Court of Common Pleas	Pending
7.17 De Lage Landen Financial Services, Inc.	Case No. GD 19-14721	failure to pay	Allegheny County Court of Common Pleas	Pending

In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 6: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
Certain Payments or Transfers

11. Payments related to bankruptcy within 1 year prior to filing.

	Name	Address	Email or website	Who made payment, if not debtor?	If not money describe any property transferred	Dates	Total amount or value
11.1	McGuire Woods	Tower Two-Sixty, 260 Forbes Avenue #1800, Pittsburgh, PA 15222	<a href="http://www.McGuireWoods.com">www.McGuireWoods.com</a>	Debtor		various	\$192,357.95
11.2	BMC Group	600 1st Avenue Suite 203 Seattle, WA 98104	<a href="http://www3.bmcgroup.com">www3.bmcgroup.com</a>	Debtor		9/20/2019	\$15,000.00
11.3	Winter Harbor LLC	265 Franklin St, Boston, MA 02110	<a href="http://www.winterharborco.com">www.winterharborco.com</a>	Debtor		various	\$926,455.33
11.4	Laner Muchin	515 North Stage Street Suite 2800 Chicago, IL 60654	<a href="http://www.lanermuchin.com">www.lanermuchin.com</a>	Debtor		10/11/2109	\$10,000.00

In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 6: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
**Certain Payments or Transfers**

13. Transfers not already listed on this statement

	Recipient of Transfer Name and address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1	ACT Commodities 437 Madison Avenue Suite 17A	Sale of Raw Materials	9/16/2019	\$31,638.00
13.2	Ameriqua Group LLC 18200 Highway 41 North Evansville, IN 47725	Sale of Fixed Assets	10/8/2019	\$400,000.00
13.3	Baxters Canada Inc. 4800 Pinyard Avenue Saint-Hyacinthe, QC J2S 8E1	Sale of Fixed Assets	8/15/2019	\$125,000.00
13.4	Claims Solutions LLC 400 Civic Place Suite 250 Southlake, TX 79092	Sale of Insurance Claim	5/13/2019	\$2,500,000.00
13.5	FoodLink 229 Creekside Office Dr Wentzville, MO 63385	Sale of Raw Materials	10/8/2019	\$308,200.00
13.6	IPMF, LLC 4260 Capital Circle Janesville, WI 53546	Sale of Fixed Assets, Packaging and Ingredients, Tetra	8/20/2019	\$2,408,192.00
13.7	Lassonde Specialties 3810 Alfred Laliberte Boisbriand, QC J7H 1P8 Canada	Sale of Fixed Assets	10/4/2019	\$165,000.00
13.8	M Davis Group 2300 Palmer St Pittsburgh, PA 15218	Sale of Fixed Assets	9/5/2019	\$6,907.50
13.9	M Davis Group 2300 Palmer St Pittsburgh, PA 15218	Sale of Fixed Assets	8/9/2019	\$62,167.50
13.10	M Davis Group 2300 Palmer St Pittsburgh, PA 15218	Sale of Fixed Assets	12/21/2018	\$9,912.49
13.11	M Davis Group 2300 Palmer St Pittsburgh, PA 15218	Sale of Fixed Assets	12/13/2018	\$115,563.35
13.12	Misc Sales	Sale of Fixed Assets	various	\$46,965.11
13.13	National Dry Company 30 Arrow Road Toronto, Ontario M9M 2L7	Sale of Fixed Assets	9/18/2019	\$81,500.00
13.14	Tradewind Foods, Inc PO Box 1467 Payamon, PR 00960-1467	Sale of Fixed Assets	9/5/2019	\$375,000.00
				<u><u>\$6,636,045.95</u></u>

In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 9: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
**Personally Identifiable Information**

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k) 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

	<b>Name of Plan</b>	<b>Employer identification number of Plan</b>	<b>Has the Plan Been Terminated?</b>
17.1	Riverbend Foods LLC Retirement Plan for Pittsburgh Hourly Employe	82-1273859	No
17.2	Western PA Teamsters and Employers Pension Fund	NA	No
17.3	Riverbend Foods, LLC 401(k) Plan	82-1290739 – Plan #001	No

In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 10: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
**Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

20. Off-premises storage where property kept within 1 year before filing.

	Facility name	Facility address	Name of anyone with access to it	Address	Description of the contents	Does debtor still have it? Y/N)
20.1	RJW Warehouse LLC	2601 International Pkwy Woodridge, IL 60517	Riverbend employees and unknown third parties	PO BOX 1309, Bolingbrook, IL, 60440	Houses finished goods for Walmart consisting of baby food and soup	Y
20.2	Commonwealth Warehousing Services, LLC (1)	1600 W Carson St, Pittsburgh PA, 15219	Riverbend employees and unknown third parties	1600 West Carson Street, Pittsburgh, PA, 15219	Houses finished goods and packaging materials	Y
20.3	Commonwealth Warehousing Services, LLC (2)	2920 New Beaver Ave, Pittsburgh PA, 15233	Riverbend employees and unknown third parties	1600 West Carson Street, Pittsburgh, PA, 15219	Houses finished goods and packaging materials	Y
20.4	Catch-Up Logistics	211 Huff Avenue, Greensburg, PA, 15601	Riverbend employees and unknown third parties	211 Huff Avenue, Greensburg, PA, 15601	Houses ambient temperature raw materials and packaging materials	Y
20.5	Allegheny Cold Storage	16 57th St, Pittsburgh, PA 15201	Riverbend employees and unknown third parties	16 57th St, Pittsburgh, PA 15201	Houses frozen/refrigerated raw materials	Y
20.6	Stahlbush Island Farms Inc	3122 Stahlbush Island Road Corvallis, OR 97333	Riverbend employees and unknown third parties	3122 Stahlbush Island Road Corvallis, OR 97333	Houses frozen raw materials	Y
20.7	Catch-Up Logistics	Building 105 Trolley Line Road Youngwood, PA 158697	Riverbend employees and unknown third parties	3122 Stahlbush Island Road Corvallis, OR 97333	Houses ambient temperature raw materials and packaging materials	Y

**In re: Riverbend Foods, LLC**

**Case Number: 19-24114**

**Part 11: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
**Property the Debtor Holds or Controls That the Debtor Does Not Own**

21. Property held for another

	Owner's name and address	Location of the property	Description of the proprty	Value
21.1	AMERICAN TELECOM CORP OF PA 1007 8TH AVE GLENSHAW, PA 15116-1733	Warehouse 230 and 240 1080 River Avenue Pittsburgh, PA 15212	Telephones and speakers for intercom system	\$5,000.00
21.2	CHEMTREAT INC 15045 COLLECTIONS CENTER DR CHICAGO, IL 60693-0001	1st Floor Near Hydro 1080 River Avenue Pittsburgh, PA 15212	Storage Tanks for Bulk Chemicals	\$2,000.00
21.3	CINTAS CORPORATION 40 ABELE RD BRIDGEVILLE, PA 15017	Mens and Womans Locker Rooms 1080 River Avenue Pittsburgh, PA 15212	Bins Used to Throw Soiled Clothing for Cleaning	\$1,000.00
21.4	ROSS WELDING SUPPLIES INC 29 GRIMM RD TARENTUM, PA 15084-3000	First Floor 1080 River Avenue Pittsburgh, PA 15212	1 Propane Tanks in use	\$300.00
21.5	WASTE MANAGEMENT PO BOX 43470 PHOENIZ, AZ 85080	1080 River Avenue Pittsburgh, PA 15212	2 Open Top Dumpsters & 2 Trash Compactors	\$30,000.00
21.6	TETRA PAK INC LEO PACYNA 3300 AIRPORT ORAD DENTON, TX 76207-2110	1600 W Carson St Pittsburgh, PA 15219	Packaging	\$282,981.18

In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 13: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
**Details About the Debtor's Business or Connections to Any Business**

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing the case

	Name	Address	Begin Date of Service	End Date of Service
26a.1	Brad Balkovec	1080 River Ave Pittsburgh, PA 15212	01/10/2000	07/01/2019
26a.2	John Harper	1080 River Ave Pittsburgh, PA 15212	04/02/2018	07/31/2019
26a.3	Melissa Nelson	1080 River Ave Pittsburgh, PA 15212	05/25/2000	06/07/2019
26a.4	Michelle Nickel	1080 River Ave Pittsburgh, PA 15212	01/15/2018	06/07/2019
26a.5	Alexis Sturgeon	1080 River Ave Pittsburgh, PA 15212	10/16/2017	07/12/2019
26a.6	David Taylor	1080 River Ave Pittsburgh, PA 15212	03/16/2000	07/31/2019
26a.7	Winter Harbor LLC	265 Franklin Street, 10 <sup>th</sup> Floor Boston, MA 02110	7/1/2019	current
26a.8	Resource One	1024 Executive Pkwy Dr. St. Louis, MO 63141	2017	current
26a.9	Michele Seaholm	1080 River Ave Pittsburgh, PA 15212	7/1/2019	current

In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 13: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
**Details About the Debtor's Business or Connections to Any Business**

27. Have any inventories of the debtor's property been taken within 2 years before filing this case?  
Give the details about the two most recent inventories.

Inventory counts of finished goods were done by continuous cycle counting (there were 2 hourly employees responsible for this activity). Raw materials were done by continuous cycle counts (4 hourly and 1 salary employee) then in May 2019 we did a complete physical at 1080 River Ave. in Pittsburgh (we had a team of 12 different people doing counts). Packaging materials were cycle counted on a continuous basis (there were 4 to 6 different hourly and salary people counting). Names of the employees involved in taking those inventories are:

**Ingredient Cycle Counting (continuous)**

John Harper  
Daryl Dugan- Pfab  
Frank Nelson  
Rich Zeis  
Dave Pfab  
Tom Goodas  
Gary Walsh  
George Robertson  
Tony Gigliotti

**Ingredient (full physical)**

John Harper  
Frank Nelson  
Rich Zeis  
Dave Pfab  
Tom Goodas  
Gary Walsh  
George Robertson  
Tony Gigliotti  
Donna LaFronte  
Becky Ferrar  
Dennis Rich  
Tom Slack  
Sarah Giebel  
Dave Dembowski  
Marty Azen  
Mary Friel

**Finished Good Cycle Counting**

William Delancy  
Joe Schindler  
Greg Muse  
Jackie Arnett

**Packaging Material Cycle Counting**

Dave Dembowski  
Don Medfisch  
Mike Kwiatkowski  
Mike Depastino

**Name and address of the person who has possession of inventory records:**

27.1 Winter Harbor LLC  
265 Franklin St  
Boston, MA 02110



In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 13: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
**Details About the Debtor's Business or Connections to Any Business**

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

	Name	Address	Position and Nature of Interest	% of Interest, if any
28.1	Riverbend Foods Holdings, LLC	1080 River Avenue Pittsburgh, PA 15212	Sole Member	100.00%
28.2	Thomas Lavan	1080 River Avenue Pittsburgh PA 15212	Chief Executive Officer	
28.3	William Hood	1080 River Avenue Pittsburgh, PA 15212	Chief Operating Officer	
28.4	Dalton Edgecomb	265 Franklin Street, 10 <sup>th</sup> Floor Boston MA 02110	Chief Restructuring Officer	

In re: Riverbend Foods, LLC

Case Number: 19-24114

**Part 13: Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**  
**Details About the Debtor's Business or Connections to Any Business**

29. Within 1 year before the filing of the case, list the officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold those positions

	Name	Address	Position	Nature of Any Interest	Period During Which Position Was Held From - To
29.1	Brad Balkovec	1080 River Ave, Pittsburgh, PA	Chief Financial Officer	None	1/10/2000 - 7/01/2019
29.2	Ted W. Beneski	1400 Civic Place, Suite 250 Southlake, Texas 76092-7641	Chairman of the Board	None	5/22/2017 - 10/15/2019
29.3	Victor Vescovo	1400 Civic Place, Suite 250 Southlake, Texas 76092-7641	Managing Director	None	5/22/2017 - 10/15/2019
29.4	Eliot Kerlin	1400 Civic Place, Suite 250 Southlake, Texas 76092-7641	Executive Director	None	5/22/2017 - 10/15/2019
29.5	Peter Jones	1400 Civic Place, Suite 250 Southlake, Texas 76092-7641	Executive Director	None	5/22/2017 - 10/15/2019
29.6	Andrew Boisseau	1400 Civic Place, Suite 250 Southlake, Texas 76092-7641	Executive Director	None	5/22/2017 - 10/15/2019
29.7	Fraser Desmond	1400 Civic Place, Suite 250 Southlake, Texas 76092-7641	Vice President	None	5/22/2017 - 10/15/2019
29.8	Warren Bonham	1400 Civic Place, Suite 250 Southlake, Texas 76092-7641	Executive Director	None	5/22/2017 - 10/15/2019

Debtor: **Riverbend Foods, LLC**Case number (if known): **19-24114****Part 13: Details About the Debtor's Business or Connections to Any Business****30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reasons for providing the value
30.1	BALKOVEC, BRAD D 1080 RIVER AVE PITTSBURGH, PA 15212  Relationship to debtor CHIEF FINANCIAL OFFICER	\$5,961.63	10/15/2018	REGULAR EARNINGS
		\$5,961.64	10/31/2018	REGULAR EARNINGS
		\$885.15	11/1/2018	EXPENSE REIMBURSEMENT
		\$5,961.64	11/15/2018	REGULAR EARNINGS
		\$5,727.50	11/30/2018	REGULAR EARNINGS
		\$10.00	12/12/2018	EXPENSE REIMBURSEMENT
		\$5,695.44	12/15/2018	REGULAR EARNINGS
		\$6,543.13	12/31/2018	REGULAR EARNINGS
		\$49.73	1/14/2019	EXPENSE REIMBURSEMENT
		\$7,055.66	1/15/2019	REGULAR EARNINGS
		\$50,880.14	1/18/2019	OTHER EARNINGS
		\$7,105.63	1/31/2019	REGULAR EARNINGS
		\$6,804.66	2/15/2019	REGULAR EARNINGS
		\$6,804.67	2/28/2019	REGULAR EARNINGS
		\$6,804.68	3/15/2019	REGULAR EARNINGS
		\$6,804.67	3/29/2019	REGULAR EARNINGS
		\$7,068.00	4/15/2019	REGULAR EARNINGS
		\$7,366.52	4/30/2019	REGULAR EARNINGS
		\$7,366.50	5/15/2019	REGULAR EARNINGS
		\$7,366.51	5/31/2019	REGULAR EARNINGS
		\$76.45	6/11/2019	EXPENSE REIMBURSEMENT
		\$7,366.50	6/14/2019	REGULAR EARNINGS
		\$7,366.52	6/28/2019	REGULAR EARNINGS
		\$594.30	7/15/2019	REGULAR EARNINGS
	<b>SUBTOTAL</b>	<b>\$173,627.27</b>		

Debtor: **Riverbend Foods, LLC**Case number (if known): **19-24114****Part 13: Details About the Debtor's Business or Connections to Any Business****30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reasons for providing the value
<b>30.2</b>	HOOD, WILLIAM RICHARD 1080 RIVER AVE PITTSBURGH, PA 15212	\$7,235.66	10/15/2018	REGULAR EARNINGS
		\$7,235.65	10/31/2018	REGULAR EARNINGS
		\$5,400.31	11/15/2018	REGULAR EARNINGS
	<b>Relationship to debtor</b>	\$7,844.22	11/30/2018	REGULAR EARNINGS
		\$7,844.19	12/15/2018	REGULAR EARNINGS
	CHIEF OPERATING OFFICER	\$2,606.10	12/18/2018	EXPENSE REIMBURSEMENT
		\$7,844.22	12/31/2018	REGULAR EARNINGS
		\$11,337.41	1/15/2019	REGULAR EARNINGS
		\$1,389.49	1/18/2019	EXPENSE REIMBURSEMENT
		\$65,791.28	1/18/2019	OTHER EARNINGS
		\$7,339.82	1/31/2019	REGULAR EARNINGS
		\$7,339.80	2/15/2019	REGULAR EARNINGS
		\$2,314.74	2/19/2019	EXPENSE REIMBURSEMENT
		\$6,863.89	2/28/2019	REGULAR EARNINGS
		\$6,863.88	3/15/2019	REGULAR EARNINGS
		\$6,863.89	3/29/2019	REGULAR EARNINGS
		\$6,846.72	4/15/2019	REGULAR EARNINGS
		\$7,711.65	4/30/2019	REGULAR EARNINGS
		\$8,137.41	5/15/2019	REGULAR EARNINGS
		\$8,137.41	5/31/2019	REGULAR EARNINGS
		\$139.95	6/6/2019	EXPENSE REIMBURSEMENT
		\$8,144.98	6/14/2019	REGULAR EARNINGS
		\$7,772.93	6/28/2019	REGULAR EARNINGS
		\$247.58	7/11/2019	EXPENSE REIMBURSEMENT
		\$7,235.65	7/15/2019	REGULAR EARNINGS
		\$7,161.00	7/31/2019	REGULAR EARNINGS
		\$7,404.32	8/15/2019	REGULAR EARNINGS
		\$7,404.30	8/30/2019	REGULAR EARNINGS
		\$7,404.39	9/15/2019	REGULAR EARNINGS
		\$46.71	9/15/2019	EXPENSE REIMBURSEMENT
		\$736.68	9/30/2019	EXPENSE REIMBURSEMENT
		\$7,160.94	9/30/2019	REGULAR EARNINGS
		\$7,160.94	10/15/2019	REGULAR EARNINGS
	<b>SUBTOTAL</b>	\$260,968.11		

Debtor: **Riverbend Foods, LLC**Case number (if known): **19-24114****Part 13: Details About the Debtor's Business or Connections to Any Business****30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reasons for providing the value
30.3	LAVAN, THOMAS 1080 RIVER AVE PITTSBURGH, PA 15212	\$9,539.77	10/15/2018	REGULAR EARNINGS
		\$9,539.67	10/31/2018	REGULAR EARNINGS
		\$358.46	11/13/2018	EXPENSE REIMBURSEMENT
		\$9,539.68	11/15/2018	REGULAR EARNINGS
		\$9,539.67	11/30/2018	REGULAR EARNINGS
		\$191.68	12/7/2018	EXPENSE REIMBURSEMENT
		\$9,539.68	12/15/2018	REGULAR EARNINGS
		\$9,479.08	12/31/2018	REGULAR EARNINGS
		\$506.77	1/4/2019	EXPENSE REIMBURSEMENT
		\$11,916.60	1/15/2019	REGULAR EARNINGS
		\$125,787.14	1/18/2019	OTHER EARNINGS
		\$16,579.07	1/31/2019	REGULAR EARNINGS
		\$231.47	2/8/2019	EXPENSE REIMBURSEMENT
		\$9,551.76	2/15/2019	REGULAR EARNINGS
		\$9,551.76	2/28/2019	REGULAR EARNINGS
		\$9,551.76	3/15/2019	REGULAR EARNINGS
		\$9,551.75	3/29/2019	REGULAR EARNINGS
		\$314.77	4/12/2019	EXPENSE REIMBURSEMENT
		\$9,551.76	4/15/2019	REGULAR EARNINGS
		\$9,551.76	4/30/2019	REGULAR EARNINGS
		\$151.89	5/14/2019	EXPENSE REIMBURSEMENT
		\$9,551.76	5/15/2019	REGULAR EARNINGS
		\$9,551.75	5/31/2019	REGULAR EARNINGS
		\$9,551.77	6/14/2019	REGULAR EARNINGS
		\$9,551.75	6/28/2019	REGULAR EARNINGS
		\$215.50	7/3/2019	EXPENSE REIMBURSEMENT
		\$237.96	7/11/2019	EXPENSE REIMBURSEMENT
		\$9,539.68	7/15/2019	REGULAR EARNINGS
		\$9,551.76	7/31/2019	REGULAR EARNINGS
		\$9,551.76	8/15/2019	REGULAR EARNINGS
		\$225.16	8/21/2019	EXPENSE REIMBURSEMENT
		\$1,621.75	8/28/2019	EXPENSE REIMBURSEMENT
		\$4,817.66	8/30/2019	REGULAR EARNINGS
		\$7,122.19	9/15/2019	REGULAR EARNINGS
		\$2,580.41	9/17/2019	EXPENSE REIMBURSEMENT
		\$1,434.93	9/30/2019	EXPENSE REIMBURSEMENT
		\$9,479.09	9/30/2019	REGULAR EARNINGS
		\$512.59	10/15/2019	EXPENSE REIMBURSEMENT
		\$9,479.09	10/15/2019	REGULAR EARNINGS
		<b>SUBTOTAL</b>		
		\$375,102.51		
		<b>TOTAL</b>		
		\$809,697.89		

In re: Riverbend Foods, LLC

Case Number: 19-24114

Part 13

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

**Details About the Debtor's Business or Connections to Any Business**

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

	<b>Name of Plan</b>	<b>Employer identification number of Plan</b>
32.1	Riverbend Foods LLC Retirement Plan for Pittsburgh Hourly Employees	82-1273859
32.2	Western PA Teamsters and Employers Pension Fund	NA